

ShawPittman LLP

A Limited Liability Partnership Including Professional Corporations

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February 9, 2004

WC-04-41
ORIGINAL

DELIVERY VIA COURIER TO MELLON BANK

Marlene H. Dortch
Office of the Secretary
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

**Re: In the Matter of Metro Teleconnect Companies, Inc., and Sure-Tel, Inc.
Application for Transfer of Control of Domestic Authority
Pursuant to Section 214 of the Communications Act of 1934, as
amended**

Dear Ms. Dortch:

Please find enclosed the application by Metro Teleconnect Companies, Inc. ("Metro") and Sure-Tel, Inc. ("Sure-Tel") for transfer of control of Sure-Tel's domestic Section 214 authority to Metro. Also enclosed is FCC Form 159 and a check for the \$860 filing fee.

Please direct all questions and correspondence regarding this filing to the undersigned.

Very truly yours,



Glenn Richards
Tony Lin

Enclosures

Document #: 1376732 v.1

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of)	
)	
Metro Teleconnect Companies, Inc.)	File No. _____
)	
Sure-Tel, Inc.)	
)	
Application for Transfer of Control of)	
International and Domestic Authority Pursuant to)	
Section 214 of the Communications Act of 1934,)	
as amended)	

APPLICATION FOR TRANSFER OF CONTROL

Pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214, and Sections 63.03 and 63.04 of the Commission's Rules, 47 C.F.R. §§ 63.03 and 63.04, Metro Teleconnect Companies, Inc. ("Metro") and Sure-Tel, Inc. ("Sure-Tel" and collectively, "Applicants") hereby request authority to transfer control of Sure-Tel to Metro. For the reasons stated herein, this Application is entitled to streamlined processing under 47 C.F.R. § 63.03.

The Applicants provide below information which is responsive to 47 C.F.R. § 63.04(a).

(1) Applicant identification

Transferee:

Metro Teleconnect Companies, Inc.	FRN: 0010282226
2150 Herr Street	
Harrisburg, PA 17103	

Transferor:

Sure-Tel, Inc.	FRN: 0004969044
5 N. McCormick Street	
Oklahoma City, OK 73127	

(2) States of organization

Metro is a corporation organized and existing under the laws of Pennsylvania. Sure-Tel is a corporation organized and existing under the laws of Oklahoma.

(3) Contact persons for this Application

Correspondence concerning this Application should be sent to counsel for Metro:

Glenn S. Richards
Tony Lin
Shaw Pittman LLP
2300 N Street, N.W.
Washington, D.C. 20037
Telephone: (202) 663-8000
Facsimile: (202) 663-8007

The designated contact for the continuing operations for Sure-Tel is:

Judith A. Riley
5 N. McCormick Street
Oklahoma City, OK 73127
Telephone: 405-942-1177
Facsimile: 866-231-4564
Toll-Free: 866-787-3835

The designated contact for the continuing operations for Metro is:

Tom Gregson, Director of Operations
2150 Herr Street
Harrisburg, PA 17103
Telephone: 717-564-0603
Facsimile: 717-564-9429
Toll-Free: 800-695-6955

(4) Ownership of Applicants

Transferee:

Metro Teleconnect Companies, Inc.

The name, address, citizenship and principal business of those persons or entities holding more than 10% of the equity of Metro are as follows:

Shareholder	Chad Hazam	Karis Hazam	David Hill
Ownership %	34%	33%	33%
Business Address	2150 Herr Street Harrisburg, PA 17103	2150 Herr Street Harrisburg, PA 17103	2150 Herr Street Harrisburg, PA 17103
Citizenship	U.S.	U.S.	U.S.

Transferor:

Sure-Tel, Inc.

Sure-Tel, Inc. is 97% owned by Chickasaw Holding Company and 3% owned by Sure-Tel Management, LLC.

The name, address, citizenship and business address of those persons or entities holding more than a 10% indirect equity interest in Sure-Tel, Inc. are as follows:

Shareholder	Royce E. Gauntt	CTC ESOP	CHC Partners, LLC
Ownership %	21%	18%	30%
Business Address	5 N. McCormick Street Oklahoma City, OK 73127	5 N. McCormick Street Oklahoma City, OK 73127	5 N. McCormick Street Oklahoma City, OK 73127
Citizenship/ Incorporation	U.S.	U.S.	U.S.

The same management team that operates Metro will manage the day-to-day business affairs of Sure-Tel after the transfer. The individual primarily in charge of management is Tom Gregson, Director of Operations.

- (5) Certification pursuant to §§ 1.2001 through 1.2003 regarding denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

As evidenced by the certifications provided in Attachment A, no party to this application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

- (6) Description of the transaction

The Applicants have entered into an agreement for Metro's purchase of all of the outstanding stock of Sure-Tel. Sure-Tel possesses domestic Section 214 authority and, accordingly, Commission approval of this transaction is required. The acquisition of Sure-Tel stock will not result in any change in the terms of the arrangements between Sure-Tel and its customers and will be transparent to such end users. The acquisition will also not require the change of any end user's selection of a provider of telecommunications services.¹

- (7) A description of the geographic areas in which the transferor and transferee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area

Applicants are non-dominant carriers that provide or seek to provide telecommunications services to residential customers. Sure-Tel is authorized to provide facilities-based and/or resold telecommunications services in the following states: Alabama, Arkansas, the District of Columbia, Illinois, Indiana, Kansas, Michigan, Mississippi, Missouri, Oklahoma, North Carolina, Ohio, South Carolina, and Texas. Sure-Tel is authorized, by certification, registration, or deregulation, to provide interexchange telecommunications services in the following states: Arkansas, Oklahoma, and Texas.

Metro is authorized to provide facilities-based and/or resold telecommunications services in the following states: Alabama, Arkansas, Connecticut, Delaware, the District of Columbia, Florida, Illinois, Indiana, Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Mississippi, Missouri, New Hampshire, New Jersey, New York, North Carolina, Ohio, Oklahoma, Pennsylvania, Puerto Rico, Rhode Island, South Carolina, Tennessee, Texas,

¹ Based on discussions with Commission staff and the reasons identified above, it is Metro's understanding that its acquisition of all of the outstanding stock of Sure-Tel does not require the filing of the self-certification specified in 47 C.F.R. Section 64.1120. *See In the Matter of 2000 Biennial Review*, 16 FCC Rcd 11218, at ¶ 13 (2001).

Vermont, Virginia (through its wholly owned subsidiary Metro Teleconnect, Inc.) and West Virginia. Metro also is authorized, by certification, registration, or deregulation, to provide interexchange telecommunications services in the following states: Alabama, Arkansas, Connecticut, Delaware, Florida, Illinois, Indiana, Kansas, Kentucky, Louisiana, Maryland, Massachusetts, Michigan, Mississippi, Missouri, New Hampshire, New Jersey, New York, North Carolina, Ohio, Oklahoma, Pennsylvania, Rhode Island, South Carolina, Tennessee, Texas, Vermont, Virginia (through its wholly-owned subsidiary Metro Teleconnect, Inc.), and West Virginia.

- (8) Statement as to how the application fits into one or more of the presumptive streamlined categories in section 63.03 or why it is otherwise appropriate for streamlined treatment

This Application is entitled to streamlined treatment for the following reasons: (i) the proposed transaction would result in the transferee, Metro, having a market share in the interstate, interexchange market of less than 10 percent; (ii) the transferee would provide competitive telephone exchange services or exchange access services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to this transaction; and (iii) neither of the Applicants is dominant with respect to any service. 47 C.F.R. § 63.03(b)(2).

- (9) Identification of all other Commission applications related to the same transaction

There are no other Commission applications related to this transaction.

- (10) A statement of whether the applicants are requesting special consideration because either party to the transaction is facing imminent business failure

Applicants are not requesting special consideration because of the imminent business failure of either party.

- (11) Identification of any separately filed waiver requests being sought in conjunction with the transaction

There are no separately filed waiver requests being sought in conjunction with the transaction.


- (12) A statement showing how grant of the application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets

A grant of this Application will serve the public interest, convenience, and necessity because it will promote competition in the provision of telecommunications services. Grant of the transfer of control will enable a financially capable competitor to combine resources and operate more efficiently.

Conclusion

Wherefore, Applicants respectfully request that the Commission approve this application to transfer control of Sure-Tel's domestic Section 214 authority to Metro.

Respectfully submitted,



Glenn S. Richards
Tony Lin
Shaw Pittman LLP
2300 N Street, N.W.
Washington, D.C. 20037

Counsel for Metro Teleconnect Companies, Inc.

Dated: February 9, 2004

CERTIFICATION

The undersigned hereby certifies on behalf of Metro Teleconnect Companies, Inc.
("Metro") that no party to this application is subject to a denial for Federal benefits pursuant to
Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853(a).

By:


Tom Gregson

Title: Director of Operations

Dated: January 31, 2004

CERTIFICATION

The undersigned hereby certifies on behalf of Sure-Tel, Inc. that no party to this application is subject to a denial for Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853(a).

By: Harry F. Riley
Title: President

Dated: January 6, 2004

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB
3060-0589
Page 1 of 1

(1) LOCK BOX # 358145		FCC/MELLON FEB 092004		SPECIAL USE ONLY	
				FCC USE ONLY	
SECTION A - PAYER INFORMATION					
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Metro Teleconnect Companies, Inc.			(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$860.00		
(4) STREET ADDRESS LINE NO. 1 2150 Herr Street					
(5) STREET ADDRESS LINE NO. 2					
(6) CITY Harrisburg				(7) STATE PA	(8) ZIP CODE 17103
(9) DAYTIME TELEPHONE NUMBER (include area code) (717) 564-0603			(10) COUNTRY CODE (if not in U.S.A.)		
FCC REGISTRATION NUMBER (FRN) REQUIRED					
(11) PAYER (FRN) 0010282226			(12) FCC USE ONLY		
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET					
(13) APPLICANT NAME Metro Teleconnect Companies, Inc.					
(14) STREET ADDRESS LINE NO. 1 2150 Herr Street					
(15) STREET ADDRESS LINE NO. 2					
(16) CITY Harrisburg				(17) STATE PA	(18) ZIP CODE 17103
(19) DAYTIME TELEPHONE NUMBER (include area code) (717) 564-0603			(20) COUNTRY CODE (if not in U.S.A.)		
FCC REGISTRATION NUMBER (FRN) REQUIRED					
(21) APPLICANT (FRN) 0010282226			(22) FCC USE ONLY		
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET					
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT		(25A) QUANTITY 1		
(26A) FEE DUE FOR (PTC) \$860.00	(27A) TOTAL FEE \$860.00		FCC USE ONLY		
(28A) FCC CODE 1		(29A) FCC CODE 2			
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE		(25B) QUANTITY		
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE		FCC USE ONLY		
(28B) FCC CODE 1		(29B) FCC CODE 2			
SECTION D - CERTIFICATION					
CERTIFICATION STATEMENT I, _____, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief. SIGNATURE _____ DATE _____					
SECTION E - CREDIT CARD PAYMENT INFORMATION					
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____ ACCOUNT NUMBER _____ EXPIRATION DATE _____ I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described. SIGNATURE _____ DATE _____					